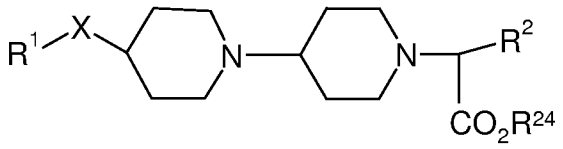
Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound of formula (I):



(I)

wherein:

X is CH_2, C(O), O, S, S(O), $S(O)_2$ or NR^3;

R^1 is hydrogen, C_{1-6} alkyl, aryl or heterocyclyl;

R^2 is C_{3-7} cycloalkyl {optionally substituted by C_{1-4} alkyl, aryl or oxo}, C_{3-7} cycloalkenyl {optionally substituted by oxo, C_{1-6} alkyl or aryl}, aryl or heterocyclyl; wherein the foregoing aryl and heterocyclyl moieties are optionally substituted by: halogen, cyano, nitro, hydroxy, oxo, $S(O)_pR^4$, $OC(O)NR^5R^6$, NR^7R^8, $NR^9C(O)R^{10}$, $NR^{11}C(O)NR^{12}R^{13}$, $S(O)_2NR^{14}R^{15}$, $NR^{16}S(O)_2R^{17}$, $C(O)NR^{18}R^{19}$, $C(O)R^{20}$, CO_2R^{21}, $NR^{22}CO_2R^{23}$, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy(C_{1-6})alkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{1-6} alkoxy(C_{1-6})alkoxy, C_{1-6} alkylthio, C_{1-6} haloalkylthio, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-10} cycloalkyl (~~itself~~ optionally substituted by C_{1-4} alkyl or oxo), methylenedioxy, difluoromethylenedioxy, phenyl, phenyl(C_{1-4})alkyl, phenoxy, phenylthio, phenyl(C_{1-4})alkoxy, heterocyclyl, heterocyclyl(C_{1-4})alkyl, heterocyclyloxy or heterocyclyl(C_{1-4})alkoxy; wherein any of the immediately foregoing phenyl and heterocyclyl moieties are optionally substituted with halogen, hydroxy, nitro, $S(O)_q$(C_{1-4} alkyl), $S(O)_2NH_2$, cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, C(O)NH(C_{1-4} alkyl), C(O)N(C_{1-4} alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 below), CO_2H, CO_2(C_{1-4} alkyl), NHC(O)(C_{1-4} alkyl), $NHS(O)_2$(C_{1-4} alkyl), C(O)(C_{1-4} alkyl), CF_3 or OCF_3;

p and q are, independently, 0, 1 or 2;

R^3, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{18}, R^{19}, R^{20}, R^{21} and R^{22} are, independently, hydrogen, C_{1-6} alkyl (optionally substituted by halogen, hydroxy or C_{3-10} cycloalkyl), $CH_2(C_{2-6}$ alkenyl), phenyl (~~itself~~ optionally substituted by halogen, hydroxy, nitro, NH_2, $NH(C_{1-4}$ alkyl), $N(C_{1-4}$ alkyl)$_2$, $S(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 below), CO_2H, $CO_2(C_{1-4}$ alkyl), $NHC(O)(C_{1-4}$ alkyl), $NHS(O)_2(C_{1-4}$ alkyl), $C(O)(C_{1-4}$ alkyl), CF_3 or OCF_3) or heterocyclyl (~~itself~~ optionally substituted by halogen, hydroxy, nitro, NH_2, $NH(C_{1-4}$ alkyl), $N(C_{1-4}$ alkyl)$_2$, $S(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, $S(O)_2NH(C_{1-4}$ alkyl), $S(O)_2N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 below), cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 below), CO_2H, $CO_2(C_{1-4}$ alkyl), $NHC(O)(C_{1-4}$ alkyl), $NHS(O)_2(C_{1-4}$ alkyl), $C(O)(C_{1-4}$ alkyl), CF_3 or OCF_3);

alternatively NR^5R^6, NR^7R^8, $NR^{12}R^{13}$, $NR^{14}R^{15}$, $NR^{18}R^{19}$, ~~may~~, independently, form a 4-7 membered heterocyclic ring, azetidine, pyrrolidine, piperidine, azepine, 1,4-morpholine or 1,4-piperazine, the latter optionally substituted by C_{1-4}alkyl on the distal nitrogen;

R^4, R^{17} and R^{23} are, independently, C_{1-6} alkyl (optionally substituted by halogen, hydroxy or C_{3-10} cycloalkyl), $CH_2(C_{2-6}$ alkenyl), phenyl (~~itself~~ optionally substituted by halogen, hydroxy, nitro, NH_2, $NH(C_{1-4}$ alkyl), $N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 above), $S(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, $S(O)_2NH(C_{1-4}$ alkyl), $S(O)_2N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 above), cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 above), CO_2H, $CO_2(C_{1-4}$ alkyl), $NHC(O)(C_{1-4}$ alkyl), $NHS(O)_2(C_{1-4}$ alkyl), $C(O)(C_{1-4}$ alkyl), CF_3 or OCF_3) or heterocyclyl (~~itself~~ optionally substituted by halogen, hydroxy, nitro, NH_2, $NH(C_{1-4}$ alkyl), $N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 above), $S(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, $S(O)_2NH(C_{1-4}$ alkyl), $S(O)_2N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally being joined to form a ring as described for R^5 and R^6 above), cyano, C_{1-4} alkyl, C_{1-4} alkoxy, $C(O)NH_2$, $C(O)NH(C_{1-4}$ alkyl), $C(O)N(C_{1-4}$ alkyl)$_2$ (and these alkyl groups ~~may join~~ optionally

being joined to form a ring as described for R^5 and R^6 above), CO_2H, $CO_2(C_{1-4}$ alkyl), $NHC(O)(C_{1-4}$ alkyl), $NHS(O)_2(C_{1-4}$ alkyl), $C(O)(C_{1-4}$ alkyl), CF_3 or OCF_3);

R^{24} is hydrogen, C_{1-6} alkyl or benzyl;

or an N-oxide thereof; or a pharmaceutically acceptable salt thereof~~; or a solvate thereof~~.

2. (Original) A compound of formula (I) as claimed in claim 1 wherein X is O.

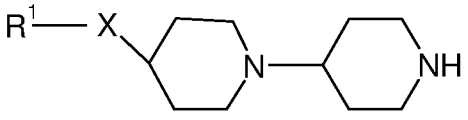
3. (Previously Presented) A compound of formula (I) as claimed in claim 1 wherein R^{24} is hydrogen.

4. (Previously Presented) A compound of formula (I) as claimed in claim 1 wherein R^1 is phenyl optionally substituted with fluorine, chlorine, C_{1-4} alkyl or C_{1-4} alkoxy.

5. (Currently amended) A compound of formula (I) as claimed in claim 1 wherein R^2 is phenyl or heterocyclyl, either of which is optionally substituted by: halo, hydroxy, nitro, cyano, amino, C_{1-4} alkyl (~~itself~~ optionally substituted by $S(O)_2(C_{1-4}$ alkyl) or $S(O)_2$phenyl), C_{1-4} alkoxy, $S(O)_pR^4$ (wherein p is 0, 1 or 2), $C(O)NH_2$, $NHS(O)_2(C_{1-4}$ alkyl), $S(O)_2NH_2$, $S(O)_2NH(C_{1-4}$ alkyl) or $S(O)_2N(C_{1-4}$ alkyl)$_2$; and R^4 is C_{1-4} alkyl, C_{1-4} hydroxyalkyl, C_{3-7} cycloalkyl or C_{3-7} cycloalkyl(C_{1-4} alkyl).

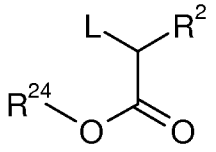
6. (Currently Amended) A process for preparing a compound of formula (I) as claimed in claim 1, the process comprising:

i. coupling a compound of formula (II):



(II)

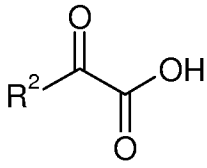
with a compound of formula (III):



(III)

wherein L is a suitable leaving group, in a suitable solvent; or,

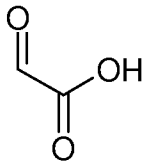
ii. reductive amination of a compound (II) with an ester compound of formula (IIIa):



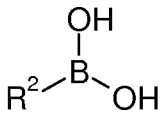
(IIIa)

in the presence of $NaBH(OAc)_3$ and acetic acid, followed optionally by removal of the ester group; or

iii. a three component coupling of a compound of formula (II) with compounds of formula (IIIb) and (IIIc):



(IIIb)



(IIIc)

7. (Currently Amended) A pharmaceutical composition which comprises a compound of the formula (I), or a pharmaceutically acceptable salt thereof ~~or solvate thereof~~ as claimed in claim 1, and a pharmaceutically acceptable adjuvant, diluent or carrier.

8-9. (Cancelled)

10. (Currently Amended) A method comprising:

treating ~~a chemokine mediated disease state~~ autoimmune, inflammatory, proliferative, or hyperproliferative disease, rejection of transplanted organs or tissues, or Acquired Immunodeficiency Syndrome in a mammal suffering from, or at risk of, said disease, which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of formula (I), or a pharmaceutically acceptable salt thereof ~~or solvate thereof~~ as claimed in claim 1.